

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
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Chapter 11
DELPHI CORPORATION, et al., :
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Case No. 05-44481(RDD)
:
Debtors. : (Jointly Administered)
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SUPPLEMENTAL ORDER UNDER 11 U.S.C. § 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("SUPPLEMENTAL INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals; and this Court having entered an order on November 4, 2005 (Docket No. 869) granting the relief requested in the Motion (the "Initial Order"); and upon the United States Trustee's Objection to Debtors' Request for the Appointment of a Fee Committee Contained in the Motion for Administrative Order Under 11 U.S.C. § 331 (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Setting a Final Hearing Thereon, filed on December 29, 2005 (Docket No. 1656); and the final hearing on the relief requested by the Debtors in the Motion regarding the establishment of a Fee

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

Committee in these chapter 11 cases has been adjourned from time to time since November 4, 2006 at the request of the United States Trustee; and the United States Trustee having requested a further adjournment of the Motion from the March 9, 2006 omnibus hearing to the April 7, 2006 omnibus hearing in order to "meet and confer" with counsel for the Debtors and the Official Committee of Unsecured Creditors (the "Creditors' Committee) to establish a mutually acceptable protocol for the review of professional fees, charges, and disbursements in these chapter 11 cases; and this Court having determined that the relief set forth herein is appropriate and in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

The Initial Order shall continue in full force and effect except as follows:

1. Paragraph 1(j) of the Initial Order is amended to read in its entirety as follows:

1(j) No later than the last calendar day of the second month following each four-month fee application period, with the first such period ending January 31, 2006, each of the Chapter 11 Professionals shall serve and file with this Court an application for interim or final court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code, as the case may be, of the compensation and reimbursement of expenses requested.

2. Paragraph 10 of the Initial Order is amended to read in its entirety as follows:

10. The establishment of a fee committee and matters related thereto shall be resolved either by (a) an order agreed upon by the U.S. Trustee, the Creditors'

Committee, and the Debtors or (b) an order of this Court following a final hearing to be conducted by the Court at the omnibus hearing to be held on April 7, 2006.

Dated: New York, New York
March 8, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE